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*Attorneys for Nominal Defendant NVIDIA Corporation*

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

In re NVIDIA CORP. DERIVATIVE LITIGATION

Master File No. C-06-06110-SBA (JCS)

**STIPULATION AND [PROPOSED] ORDER  
REGARDING HEARING DATE**

## This Document Relates To:

## ALL ACTIONS.

This Stipulation is entered into by and among lead plaintiffs, the Nominal Defendant NVIDIA Corp. (“NVIDIA”), and the individuals named as defendants in this action, through their attorneys of record.

WHEREAS, on December 22, 2008 the Court entered an Order [Docket No. 164] vacating the January 27, 2009 preliminary approval hearing;

WHEREAS, the December 22, 2008 Order also scheduled a hearing regarding final approval of the parties' settlement for January 27, 2009;

WHEREAS, pursuant to the Stipulation and Agreement of Settlement of Derivative Litigation [Docket No. 157] NVIDIA will provide a joint Notice of Pendency and Settlement of Shareholder Derivative Actions (“Notice”) informing shareholders of both the instant settlement and the settlement pending approval before the Delaware Court of Chancery;

WHEREAS, the Delaware Court of Chancery has not yet issued an order approving the proposed joint Notice and therefore Notice has not been sent;

WHEREAS, the January 27, 2009 hearing date therefore will not provide sufficient time for NVIDIA to provide notice to its shareholders.

WHEREFORE, IT IS STIPULATED AND AGREED that:

1. The hearing regarding final approval of the parties' settlement agreement will be re-scheduled from January 27, 2009 to March 17, 2009.

ORRICK, HERRINGTON & SUTCLIFFE LLP  
MICHAEL D. TORPEY  
JAMES N. KRAMER  
RICHARD GALLAGHER  
JAMES THOMPSON

s/ James E. Thompson  
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Attorneys for Nominal Defendant NVIDIA Corporation

1       *I, James E. Thompson, am the ECF user whose ID and password are being used to file*  
2       *this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order*  
3       *45, X.B., I hereby attest that Samuel M. Ward has concurred in this filing.*

4       DATED: January 7, 2009

STEPHEN R. BASSER  
SAMUEL M. WARD  
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San Diego, CA 92101  
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s/ Samuel M. Ward  
SAMUEL M. WARD

Attorneys for Lead Plaintiffs

11       *I, James E. Thompson, am the ECF user whose ID and password are being used to file*  
12       *this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order*  
13       *45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.*

14       DATED: January 7, 2009

HOWREY LLP  
LEIGH A. KIRMSSE  
STEPHANIE BYERLY

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s/ Stephanie Byerly  
STEPHANIE BYERLY

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Attorneys for Defendant Christine B. Hoberg

*I, James E. Thompson, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order 45, X.B., I hereby attest that Kevin Muck has concurred in this filing.*

DATED: January 7, 2009

FENWICK & WEST  
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s/ Kevin P. Muck  
KEVIN P. MUCK

Attorneys for Chris A. Malachowsky, Jeffrey D. Fisher, Mary M. Dotz, and Daniel F. Vivoli

*I, James E. Thompson, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order 45, X.B., I hereby attest that Steven Kaufhold has concurred in this filing.*

DATED: January 7, 2009

AKIN, GUMP, STRAUSS, HAUER & FELD LLP  
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s/ Steven Kaufhold  
STEVEN KAUFOLD

Attorneys for Di Ma

1 \* \* \*

2 [PROPOSED] ORDER

3 Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY  
4 ORDERED that:

5 1. The hearing regarding final approval of the parties' settlement agreement will be  
6 re-scheduled from January 27, 2009 to March 17, 2009.

7 IT IS SO ORDERED.

8  
9 DATED: \_\_\_\_\_

10 THE HONORABLE  
11 SAUNDRA BROWN ARMSTRONG  
12 UNITED STATES DISTRICT JUDGE

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